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Florida Department of State
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Division of Corporations
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**FLORIDA LIMITED LIABILITY CO.
XCELL Towers Acquisition 2012, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
XCELL TOWERS ACQUISITION 2012, LLC
(a Florida limited liability company)**

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is XCELL Towers Acquisition 2012, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company are:

5900 Broken Sound Parkway NW
Boca Raton, FL 33487

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Company's initial registered agent are:

Corporate Creations Network Inc.
11380 Prosperity Farms Rd, #221E
Palm Beach Gardens, FL 33410

**ARTICLE IV
INITIAL BOARD OF DIRECTORS**

The names of the initial members of the Board of Directors are Jeffrey A. Stoops and Thomas P. Hunt.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of November, 2012.


Thomas P. Hunt,
Authorized Representative

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **XCELL Towers Acquisition 2012, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12th day of November, 2012.

Corporate Creations Network Inc.

By: Name: Michael ReinholdTitle: Vice President

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CLERK OF STATE
TALLAHASSEE, FLORIDA